

Whereas it is proper and desirable for the people of the United States to celebrate this anniversary with the people of Greece and to reaffirm the democratic principles from which both Greece and the United States were born: Now, therefore, be it

*Resolved*, That the Senate—

(1) designates March 25, 2007, as “Greek Independence Day: A National Day of Celebration of Greek and American Democracy”; and

(2) encourages the people of the United States to observe the day with appropriate ceremonies and activities.

#### CONGRATULATING THE UNIVERSITY OF ALASKA FAIRBANKS RIFLE TEAM

Mr. REID. Mr. President, I ask unanimous consent that the Senate now proceed to S. Res. 109.

The PRESIDING OFFICER. The clerk will report the resolution by title.

The assistant legislative clerk read as follows:

A resolution (S. Res. 109) congratulating the University of Alaska Fairbanks rifle team for winning the 2007 National Collegiate Athletic Association Rifle Championship.

There being no objection, the Senate proceeded to consider the resolution.

Ms. MURKOWSKI. Mr. President, I rise to recognize the University of Alaska Fairbanks rifle team for winning the 2007 National Collegiate Athletic Association Rifle Championship on March 10, 2007 in Fairbanks, AK.

With a total score of 4,662 points for their performance in the smallbore and air rifle competitions, the undefeated and defending champion University of Alaska Fairbanks “Nanooks” posted an 18-point win over the U.S. Military Academy and a 23-point win over Jacksonville State University to claim their ninth national championship title.

This was the first time the Nanooks have hosted an NCAA Championship. More than 900 spectators, a record crowd for an NCAA Rifle Championship, were present to help support the local team.

Nanooks head coach Dan Jordan, along with each member of the 2007 University of Alaska Fairbanks rifle team, which includes six National Rifle Association All-Americans, should be recognized for their achievements during this past season. I congratulate the team and wish them continued success in future years.

Mr. REID. Mr. President, I ask unanimous consent that the resolution be agreed to, the preamble be agreed to, and the motion to reconsider be laid upon the table.

The PRESIDING OFFICER. Without objection, it is so ordered.

The resolution (S. Res. 109) was agreed to.

The preamble was agreed to.

The resolution, with its preamble, reads as follows:

S. RES. 109

Whereas, on March 10, 2007, before a crowd of more than 900 fans in Fairbanks, Alaska,

the University of Alaska Fairbanks rifle team (referred to in this preamble as the “Nanooks rifle team”) earned a combined total of 4,662 points for the performance of the team in the smallbore rifle and air rifle competitions to win the 2007 National Collegiate Athletic Association Rifle Championship (referred to in this preamble as the “NCAA Rifle Championship”);

Whereas that victory marked the 9th NCAA Rifle Championship won by the Nanooks rifle team since 1994;

Whereas winning the NCAA Rifle Championship was the pinnacle of a remarkable undefeated season for the Nanooks rifle team;

Whereas 6 members of the Nanook rifle team were named National Collegiate Athletic Association All-Americans;

Whereas 2nd-year coach, Dan Jordan, along with each member of the Nanooks rifle team dedicated his or her time and effort to ensuring that the Nanooks rifle team won the NCAA Rifle Championship;

Whereas the families of the shooters, students, alumni, faculty, and all of the supporters of the Nanooks rifle team are to be congratulated for their commitment to, and pride in, the Nanooks rifle team;

Whereas the members of the 2006–2007 Nanooks rifle team are excellent representatives of a fine university that is a leader in higher education and produces many fine student-athletes and other community leaders; and

Whereas the Nanooks rifle team showed tremendous dedication to each other, appreciation for their fans, sportsmanship to their opponents, and respect for the sport of competitive shooting throughout the 2006–2007 season: Now, therefore, be it

*Resolved*, That the Senate congratulates the University of Alaska Fairbanks rifle team for winning the 2007 National Collegiate Athletic Association Rifle Championship.

#### CONGRESSIONAL CHARTER OF THE AMERICAN NATIONAL RED CROSS

Mr. REID. Mr. President, I ask unanimous consent that the Senate proceed to calendar No. 71, S. 655.

The PRESIDING OFFICER. The clerk will report the bill by title.

The assistant legislative clerk read as follows:

A bill (S. 655) to amend the Congressional Charter of The American National Red Cross to modernize its governance structure, to enhance the ability of the board of governors of The American National Red Cross to support the critical mission of The American National Red Cross in the 21st century, and for other purposes.

There being no objection, the Senate proceeded to consider the bill, which had been reported by the Committee on the Judiciary with an amendment, as follows:

[Omit the part struck through and insert the part printed in *italic*.]

S. 655

*Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled,*

#### SECTION 1. SHORT TITLE.

This Act may be cited as the “The American National Red Cross Governance Modernization Act of 2007”.

#### SEC. 2. FINDINGS; SENSE OF CONGRESS.

(a) FINDINGS.—Congress makes the following findings:

(1) Substantive changes to the Congressional Charter of The American National Red Cross have not been made since 1947.

(2) In February 2006, the board of governors of The American National Red Cross (the “Board of Governors”) commissioned an independent review and analysis of the Board of Governors’ role, composition, size, relationship with management, governance relationship with chartered units of The American National Red Cross, and whistleblower and audit functions.

(3) In an October 2006 report of the Board of Governors, entitled “American Red Cross Governance for the 21st Century” (the “Governance Report”), the Board of Governors recommended changes to the Congressional Charter, bylaws, and other governing documents of The American National Red Cross to modernize and enhance the effectiveness of the Board of Governors and governance structure of The American National Red Cross.

(4) It is in the national interest to create a more efficient governance structure of The American National Red Cross and to enhance the Board of Governors’ ability to support the critical mission of The American National Red Cross in the 21st century.

(5) It is in the national interest to clarify the role of the Board of Governors as a governance and strategic oversight board and for The American National Red Cross to amend its bylaws, consistent with the recommendations described in the Governance Report, to clarify the role of the Board of Governors and to outline the areas of its responsibility, including—

(A) reviewing and approving the mission statement for The American National Red Cross;

(B) approving and overseeing the corporation’s strategic plan and maintaining strategic oversight of operational matters;

(C) selecting, evaluating, and determining the level of compensation of the corporation’s chief executive officer;

(D) evaluating the performance and establishing the compensation of the senior leadership team and providing for management succession;

(E) overseeing the financial reporting and audit process, internal controls, and legal compliance;

(F) holding management accountable for performance;

(G) providing oversight of the financial stability of the corporation;

(H) ensuring the inclusiveness and diversity of the corporation;

(I) providing oversight of the protection of the brand of the corporation; and

(J) assisting with fundraising on behalf of the corporation.

(6)(A) The selection of members of the Board of Governors is a critical component of effective governance for The American National Red Cross, and, as such, it is in the national interest that The American National Red Cross amend its bylaws to provide a method of selection consistent with that described in the Governance Report.

(B) The new method of selection should replace the current process by which—

(i) 30 chartered unit-elected members of the Board of Governors are selected by a non-Board committee which includes 2 members of the Board of Governors and other individuals elected by the chartered units themselves;

(ii) 12 at-large members of the Board of Governors are nominated by a Board committee and elected by the Board of Governors; and

(iii) 8 members of the Board of Governors are appointed by the President of the United States.

(C) The new method of selection described in the Governance Report reflects the single

category of members of the Board of Governors that will result from the implementation of this Act:

(i) All Board members (except for the chairman of the Board of Governors) would be nominated by a single committee of the Board of Governors taking into account the criteria outlined in the Governance Report to assure the expertise, skills, and experience of a governing board.

(ii) The nominated members would be considered for approval by the full Board of Governors and then submitted to The American National Red Cross annual meeting of delegates for election, in keeping with the standard corporate practice whereby shareholders of a corporation elect members of a board of directors at its annual meeting.

(7) The United States Supreme Court held The American National Red Cross to be an instrumentality of the United States, and it is in the national interest that the Congressional Charter confirm that status and that any changes to the Congressional Charter do not affect the rights and obligations of The American National Red Cross to carry out its purposes.

(8) Given the role of The American National Red Cross in carrying out its services, programs, and activities, and meeting its various obligations, the effectiveness of The American National Red Cross will be promoted by the creation of an organizational ombudsman who—

(A) will be a neutral or impartial dispute resolution practitioner whose major function will be to provide confidential and informal assistance to the many internal and external stakeholders of The American National Red Cross;

(B) will report to the chief executive officer and the audit committee of the Board of Governors; and

(C) will have access to anyone and any documents in The American National Red Cross.

(b) SENSE OF CONGRESS.—It is the sense of Congress that—

(1) charitable organizations are an indispensable part of American society, but these organizations can only fulfill their important roles by maintaining the trust of the American public;

(2) trust is fostered by effective governance and transparency, which are the principal goals of the recommendations of the Board of Governors in the Governance Report and this Act;

(3) Federal and State action play an important role in ensuring effective governance and transparency by setting standards, rooting out violations, and informing the public; and

(4) while The American National Red Cross is and will remain a Federally chartered instrumentality of the United States, and it has the rights and obligations consistent with that status, The American National Red Cross nevertheless should maintain appropriate communications with State regulators of charitable organizations and should cooperate with them as appropriate in specific matters as they arise from time to time.

#### SEC. 3. ORGANIZATION.

Section 300101 of title 36, United States Code, is amended—

(1) in subsection (a), by inserting “a Federally chartered instrumentality of the United States and” before “a body corporate and politic”; and

(2) in subsection (b), by inserting at the end the following new sentence: “The corporation may conduct its business and affairs, and otherwise hold itself out, as the ‘American Red Cross’ in any jurisdiction.”

#### SEC. 4. PURPOSES.

Section 300102 of title 36, United States Code, is amended—

(1) by striking “and” at the end of paragraph (3);

(2) by striking the period at the end of paragraph (4) and inserting “; and”; and

(3) by adding at the end the following paragraph:

“(5) to conduct other activities consistent with the foregoing purposes.”

#### SEC. 5. MEMBERSHIP AND CHAPTERS.

Section 300103 of title 36, United States Code, is amended—

(1) in subsection (a), by inserting “, or as otherwise provided,” before “in the bylaws”; (2) in subsection (b)(1)—

(A) by striking “board of governors” and inserting “corporation”; and

(B) by inserting “policies and” before “regulations related”; and

(3) in subsection (b)(2)—

(A) by inserting “policies and” before “regulations shall require”; and

(B) by striking “national convention” and inserting “annual meeting”.

#### SEC. 6. BOARD OF GOVERNORS.

Section 300104 of title 36, United States Code, is amended to read as follows:

##### “§ 300104. Board of governors

“(a) BOARD OF GOVERNORS.—

“(1) IN GENERAL.—The board of governors is the governing body of the corporation with all powers of governing and directing, and of overseeing the management of the business and affairs of, the corporation.

“(2) NUMBER.—The board of governors shall fix by resolution, from time to time, the number of members constituting the entire board of governors, provided that—

“(A) as of March 31, 2009, and thereafter, there shall be no fewer than 12 and no more than 25 members; and

“(B) as of March 31, 2012, and thereafter, there shall be no fewer than 12 and no more than 20 members constituting the entire board.

Procedures to implement the preceding sentence shall be provided in the bylaws.

“(3) APPOINTMENT.—The governors shall be appointed or elected in the following manner:

“(A) CHAIRMAN.—

“(1) IN GENERAL.—The board of governors, in accordance with procedures provided in the bylaws, shall recommend to the President an individual to serve as chairman of the board of governors. If such recommendation is approved by the President, the President shall appoint such individual to serve as chairman of the board of governors.

“(ii) VACANCIES.—Vacancies in the office of the chairman, including vacancies resulting from the resignation, death, or removal by the President of the chairman, shall be filled in the same manner described in clause (i).

“(iii) DUTIES.—The chairman shall be a member of the board of governors and, when present, shall preside at meetings of the board of governors and shall have such other duties and responsibilities as may be provided in the bylaws or a resolution of the board of governors.

“(B) OTHER MEMBERS.—

“(1) IN GENERAL.—Members of the board of governors other than the chairman shall be elected at the annual meeting of the corporation in accordance with such procedures as may be provided in the bylaws.

“(ii) VACANCIES.—Vacancies in any such elected board position and in any newly created board position may be filled by a vote of the remaining members of the board of governors in accordance with such procedures as may be provided in the bylaws.

“(b) TERMS OF OFFICE.—

“(1) IN GENERAL.—The term of office of each member of the board of governors shall be 3 years, except that—

“(A) the board of governors may provide under the bylaws that the terms of office of members of the board of governors elected to the board of governors before March 31, 2012, may be less than 3 years in order to implement the provisions of subparagraphs (A) and (B) of subsection (a)(2); and

“(B) any member of the board of governors elected by the board to fill a vacancy in a board position arising before the expiration of its term may, as determined by the board, serve for the remainder of that term or until the next annual meeting of the corporation.

“(2) STAGGERED TERMS.—The terms of office of members of the board of governors (other than the chairman) shall be staggered such that, by March 31, 2012, and thereafter,  $\frac{1}{3}$  of the entire board (or as near to  $\frac{1}{3}$  as practicable) shall be elected at each successive annual meeting of the corporation with the term of office of each member of the board of governors elected at an annual meeting expiring at the third annual meeting following the annual meeting at which such member was elected.

“(3) TERM LIMITS.—No person may serve as a member of the board of governors for more than such number of terms of office or years as may be provided in the bylaws.

“(c) COMMITTEES AND OFFICERS.—The board—

“(1) may appoint, from its own members, an executive committee to exercise such powers of the board when the board is not in session as may be provided in the bylaws;

“(2) may appoint such other committees or advisory councils with such powers as may be provided in the bylaws or a resolution of the board of governors;

“(3) shall appoint such officers of the corporation, including a chief executive officer, with such duties, responsibilities, and terms of office as may be provided in the bylaws or a resolution of the board of governors; and

“(4) may remove members of the board of governors (other than the chairman), officers, and employees under such procedures as may be provided in the bylaws or a resolution of the board of governors.

“(d) ADVISORY COUNCIL.—

“(1) ESTABLISHMENT.—There shall be an advisory council to the board of governors.

“(2) MEMBERSHIP; APPOINTMENT BY PRESIDENT.—

“(A) IN GENERAL.—The advisory council shall be composed of no fewer than 8 and no more than 10 members, each of whom shall be appointed by the President from principal officers of the executive departments and senior officers of the Armed Forces whose positions and interests qualify them to contribute to carrying out the programs and purposes of the corporation.

“(B) MEMBERS FROM THE ARMED FORCES.—At least 1, but not more than 3, of the members of the advisory council shall be selected from the Armed Forces.

“(3) DUTIES.—The advisory council shall advise, report directly to, and meet, at least 1 time per year with the board of governors, and shall have such name, functions and be subject to such procedures as may be provided in the bylaws.

“(e) ACTION WITHOUT MEETING.—Any action required or permitted to be taken at any meeting of the board of governors or of any committee thereof may be taken without a meeting if all members of the board or committee, as the case may be, consent thereto in writing, or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the board or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

“(f) VOTING BY PROXY.—

“(1) IN GENERAL.—Voting by proxy is not allowed at any meeting of the board, at the annual meeting, or at any meeting of a chapter.

“(2) EXCEPTION.—The board may allow the election of governors by proxy during any emergency.

“(g) BYLAWS.—

“(1) IN GENERAL.—The board of governors may—

“(A) at any time adopt bylaws; and

“(B) at any time adopt bylaws to be effective only in an emergency.

“(2) EMERGENCY BYLAWS.—Any bylaws adopted pursuant to paragraph (1)(B) may provide special procedures necessary for managing the corporation during the emergency. All provisions of the regular bylaws consistent with the emergency bylaws remain effective during the emergency.

“(h) DEFINITIONS.—For purposes of this section—

“(1) the term ‘entire board’ means the total number of members of the board of governors that the corporation would have if there were no vacancies; and

“(2) the term ‘emergency’ shall have such meaning as may be provided in the bylaws.”.

#### SEC. 7. POWERS.

Paragraph (a)(1) of section 300105 of title 36, United States Code, is amended by striking “bylaws” and inserting “policies”.

#### SEC. 8. ANNUAL MEETING.

Section 300107 of title 36, United States Code, is amended to read as follows:

##### “§ 300107. Annual meeting

“(a) IN GENERAL.—The annual meeting of the corporation is the annual meeting of delegates of the chapters.

“(b) TIME OF MEETING.—The annual meeting shall be held as determined by the board of governors.

“(c) PLACE OF MEETING.—The board of governors is authorized to determine that the annual meeting shall not be held at any place, but may instead be held solely by means of remote communication subject to such procedures as are provided in the bylaws.

“(d) VOTING.—

“(1) IN GENERAL.—In matters requiring a vote at the annual meeting, each chapter is entitled to at least 1 vote, and voting on all matters may be conducted by mail, telephone, telegram, cablegram, electronic mail, or any other means of electronic or telephone transmission, provided that the person voting shall state, or submit information from which it can be determined, that the method of voting chosen was authorized by such person.

“(2) ESTABLISHMENT OF NUMBER OF VOTES.—

“(A) IN GENERAL.—The board of governors shall determine on an equitable basis the number of votes that each chapter is entitled to cast, taking into consideration the size of the membership of the chapters, the populations served by the chapters, and such other factors as may be determined by the board.

“(B) PERIODIC REVIEW.—The board of governors shall review the allocation of votes at least every 5 years.”.

#### SEC. 9. ENDOWMENT FUND.

Section 300109 of title 36, United States Code is amended—

(1) by striking “nine” from the first sentence thereof; and

(2) by striking the second sentence and inserting the following: “The corporation shall prescribe policies and regulations on terms and tenure of office, accountability, and expenses of the board of trustees.”.

#### SEC. 10. ANNUAL REPORT AND AUDIT.

Subsection (a) of section 300110 of title 36, United States Code, is amended to read as follows:

“(a) SUBMISSION OF REPORT.—As soon as practicable after the end of the corporation’s fiscal year, which may be changed from time to time by the board of governors, the corporation shall submit a report to the Secretary of Defense on the activities of the corporation during such fiscal year, including a complete, itemized report of all receipts and expenditures.”.

#### SEC. 11. COMPTROLLER GENERAL OF THE UNITED STATES AND OFFICE OF THE OMBUDSMAN.

(a) IN GENERAL.—Chapter 3001 of title 36, United States Code, is amended by redesignating section 300111 as section 300113 and by inserting after section 300110 the following new sections:

##### “§ 300111. Authority of the Comptroller General of the United States

“The Comptroller General of the United States is authorized to review the corporation’s involvement in any Federal program or activity the Government carries out under law.

##### “§ 300112. Office of the Ombudsman

“(a) ESTABLISHMENT.—The corporation shall establish an Office of the Ombudsman with such duties and responsibilities as may be provided in the bylaws or a resolution of the board of governors.

“(b) REPORT.—The Office of the Ombudsman shall submit a report annually to Congress concerning any trends and systemic matters that the Office of the Ombudsman has identified as confronting the corporation.”.

“(b) REPORT.—

“(1) IN GENERAL.—The Office of the Ombudsman shall submit annually to the appropriate Congressional committees a report concerning any trends and systemic matters that the Office of the Ombudsman has identified as confronting the corporation.

“(2) APPROPRIATE CONGRESSIONAL COMMITTEES.—For purposes of paragraph (1), the appropriate Congressional committees are the following committees of Congress:

“(A) SENATE COMMITTEES.—The appropriate Congressional committees of the Senate are—

“(i) the Committee on Finance;

“(ii) the Committee on Foreign Relations;

“(iii) the Committee on Health, Education, Labor, and Pensions;

“(iv) the Committee on Homeland Security and Governmental Affairs; and

“(v) the Committee on the Judiciary.

“(B) HOUSE COMMITTEES.—The appropriate Congressional committees of the House of Representatives are—

“(i) the Committee on Energy and Commerce;

“(ii) the Committee on Foreign Affairs;

“(iii) the Committee on Homeland Security;

“(iv) the Committee on the Judiciary; and

“(v) the Committee on Ways and Means.”.

(b) CLERICAL AMENDMENT.—The table of sections for chapter 3001 of title 36, United States Code, is amended by striking the item relating to section 300111 and inserting the following:

“300111. Authority of the Comptroller General of the United States.

“300112. Office of the Ombudsman.

“300113. Reservation of right to amend or repeal.”.

Mr. LEAHY. Mr. President, I am pleased the Judiciary Committee approved and the Senate is considering S. 655, the American National Red Cross Governance Modernization Act of 2007. I thank my colleagues, Senator GRASSLEY and Senator KENNEDY, for their hard work on this issue and for introducing this important bill.

Since its founding by Clara Barton in 1881, the American Red Cross has pro-

vided crucial relief services to those affected by famine, floods, and natural and manmade disasters. Last year alone, the American Red Cross responded to approximately 75,000 disasters with the help of more than 1 million volunteers and 35,000 employees. As a key participant in the U.S. disaster relief plan, the American Red Cross is charged with helping the United States prevent, prepare and respond to national emergencies. Over the past several years, however, the American Red Cross has been strained by disasters of an unparalleled scope: the terrorist attacks of September 11, 2001, the December 2004 Asian tsunami, and the 2005 hurricane season that included the enormously destructive Hurricanes Katrina, Rita, and Wilma. These events all challenged the Red Cross’s ability to respond to disasters quickly and effectively.

In order to improve its disaster relief services, the American Red Cross’s Board of Governors unanimously voted to accept recommendations given by an independent advisory board, which examined the American Red Cross’s governance structure and practices. S. 655 reflects these recommendations and would improve the American Red Cross’s governance structure by centralizing and reorganizing its infrastructure. Some notable enhancements include reducing its board size from 50 members to 20 in order to facilitate emergency action, giving the board all the powers in governing and managing the American Red Cross, and establishing a Presidential Advisory Council composed of 8 to 10 principal officers of the executive departments and senior officers of the Armed Forces to provide governmental input and support. Additionally, the modernized charter would enhance congressional oversight and transparency by creating an ombudsman who would provide an annual report to Congress articulating any concerns of volunteers, employees, donors, clients and the public.

According to the American Red Cross’s end of the year report, Hurricane Katrina created a record of 1.4 million families, or around 4 million people, who needed emergency assistance such as food, clothing, and other necessities. My wife Marcelle was one of hundreds of thousands of volunteers dedicated to providing these essential relief services to victims of Katrina. No one knows when the next disaster will strike. Congress must do everything in our power to ensure that the American Red Cross can continue and improve upon the essential humanitarian work on which the United States and the world relies. I commend the Red Cross for taking important action to reform itself, and I urge my colleagues to support this important legislation.

Mr. REID. Mr. President, I ask unanimous consent that the committee amendment be agreed to, the bill, as amended, be read a third time and passed, the motion to reconsider be

laid upon the table, with no intervening action or debate, and that any statements relating to the bill be printed in the RECORD.

The PRESIDING OFFICER. Without objection, it is so ordered.

The committee amendment was agreed to.

The bill (S. 655), as amended, was ordered to be engrossed for a third reading, was read the third time, and passed, as follows:

S. 655

*Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled,*

#### SECTION 1. SHORT TITLE.

This Act may be cited as the “The American National Red Cross Governance Modernization Act of 2007”.

#### SEC. 2. FINDINGS; SENSE OF CONGRESS.

(a) FINDINGS.—Congress makes the following findings:

(1) Substantive changes to the Congressional Charter of The American National Red Cross have not been made since 1947.

(2) In February 2006, the board of governors of The American National Red Cross (the “Board of Governors”) commissioned an independent review and analysis of the Board of Governors’ role, composition, size, relationship with management, governance relationship with chartered units of The American National Red Cross, and whistleblower and audit functions.

(3) In an October 2006 report of the Board of Governors, entitled “American Red Cross Governance for the 21st Century” (the “Governance Report”), the Board of Governors recommended changes to the Congressional Charter, bylaws, and other governing documents of The American National Red Cross to modernize and enhance the effectiveness of the Board of Governors and governance structure of The American National Red Cross.

(4) It is in the national interest to create a more efficient governance structure of The American National Red Cross and to enhance the Board of Governors’ ability to support the critical mission of The American National Red Cross in the 21st century.

(5) It is in the national interest to clarify the role of the Board of Governors as a governance and strategic oversight board and for The American National Red Cross to amend its bylaws, consistent with the recommendations described in the Governance Report, to clarify the role of the Board of Governors and to outline the areas of its responsibility, including—

(A) reviewing and approving the mission statement for The American National Red Cross;

(B) approving and overseeing the corporation’s strategic plan and maintaining strategic oversight of operational matters;

(C) selecting, evaluating, and determining the level of compensation of the corporation’s chief executive officer;

(D) evaluating the performance and establishing the compensation of the senior leadership team and providing for management succession;

(E) overseeing the financial reporting and audit process, internal controls, and legal compliance;

(F) holding management accountable for performance;

(G) providing oversight of the financial stability of the corporation;

(H) ensuring the inclusiveness and diversity of the corporation;

(I) providing oversight of the protection of the brand of the corporation; and

(J) assisting with fundraising on behalf of the corporation.

(6)(A) The selection of members of the Board of Governors is a critical component of effective governance for The American National Red Cross, and, as such, it is in the national interest that The American National Red Cross amend its bylaws to provide a method of selection consistent with that described in the Governance Report.

(B) The new method of selection should replace the current process by which—

(i) 30 chartered unit-elected members of the Board of Governors are selected by a non-Board committee which includes 2 members of the Board of Governors and other individuals elected by the chartered units themselves;

(ii) 12 at-large members of the Board of Governors are nominated by a Board committee and elected by the Board of Governors; and

(iii) 8 members of the Board of Governors are appointed by the President of the United States.

(C) The new method of selection described in the Governance Report reflects the single category of members of the Board of Governors that will result from the implementation of this Act:

(i) All Board members (except for the chairman of the Board of Governors) would be nominated by a single committee of the Board of Governors taking into account the criteria outlined in the Governance Report to assure the expertise, skills, and experience of a governing board.

(ii) The nominated members would be considered for approval by the full Board of Governors and then submitted to The American National Red Cross annual meeting of delegates for election, in keeping with the standard corporate practice whereby shareholders of a corporation elect members of a board of directors at its annual meeting.

(7) The United States Supreme Court held The American National Red Cross to be an instrumentality of the United States, and it is in the national interest that the Congressional Charter confirm that status and that any changes to the Congressional Charter do not affect the rights and obligations of The American National Red Cross to carry out its purposes.

(8) Given the role of The American National Red Cross in carrying out its services, programs, and activities, and meeting its various obligations, the effectiveness of The American National Red Cross will be promoted by the creation of an organizational ombudsman who—

(A) will be a neutral or impartial dispute resolution practitioner whose major function will be to provide confidential and informal assistance to the many internal and external stakeholders of The American National Red Cross;

(B) will report to the chief executive officer and the audit committee of the Board of Governors; and

(C) will have access to anyone and any documents in The American National Red Cross.

(b) SENSE OF CONGRESS.—It is the sense of Congress that—

(1) charitable organizations are an indispensable part of American society, but these organizations can only fulfill their important roles by maintaining the trust of the American public;

(2) trust is fostered by effective governance and transparency, which are the principal goals of the recommendations of the Board of Governors in the Governance Report and this Act;

(3) Federal and State action play an important role in ensuring effective governance and transparency by setting standards, root-

ing out violations, and informing the public; and

(4) while The American National Red Cross is and will remain a Federally chartered instrumentality of the United States, and it has the rights and obligations consistent with that status, The American National Red Cross nevertheless should maintain appropriate communications with State regulators of charitable organizations and should cooperate with them as appropriate in specific matters as they arise from time to time.

#### SEC. 3. ORGANIZATION.

Section 300101 of title 36, United States Code, is amended—

(1) in subsection (a), by inserting “a Federally chartered instrumentality of the United States and” before “a body corporate and politic”; and

(2) in subsection (b), by inserting at the end the following new sentence: “The corporation may conduct its business and affairs, and otherwise hold itself out, as the ‘American Red Cross’ in any jurisdiction.”.

#### SEC. 4. PURPOSES.

Section 300102 of title 36, United States Code, is amended—

(1) by striking “and” at the end of paragraph (3);

(2) by striking the period at the end of paragraph (4) and inserting “; and”; and

(3) by adding at the end the following paragraph:

“(5) to conduct other activities consistent with the foregoing purposes.”.

#### SEC. 5. MEMBERSHIP AND CHAPTERS.

Section 300103 of title 36, United States Code, is amended—

(1) in subsection (a), by inserting “, or as otherwise provided,” before “in the bylaws”; (2) in subsection (b)(1)—

(A) by striking “board of governors” and inserting “corporation”; and

(B) by inserting “policies and” before “regulations related”; and

(3) in subsection (b)(2)—

(A) by inserting “policies and” before “regulations shall require”; and

(B) by striking “national convention” and inserting “annual meeting”.

#### SEC. 6. BOARD OF GOVERNORS.

Section 300104 of title 36, United States Code, is amended to read as follows:

##### “§ 300104. Board of governors

“(a) BOARD OF GOVERNORS.—

“(1) IN GENERAL.—The board of governors is the governing body of the corporation with all powers of governing and directing, and of overseeing the management of the business and affairs of, the corporation.

“(2) NUMBER.—The board of governors shall fix by resolution, from time to time, the number of members constituting the entire board of governors, provided that—

“(A) as of March 31, 2009, and thereafter, there shall be no fewer than 12 and no more than 25 members; and

“(B) as of March 31, 2012, and thereafter, there shall be no fewer than 12 and no more than 20 members constituting the entire board.

Procedures to implement the preceding sentence shall be provided in the bylaws.

“(3) APPOINTMENT.—The governors shall be appointed or elected in the following manner:

“(A) CHAIRMAN.—

“(i) IN GENERAL.—The board of governors, in accordance with procedures provided in the bylaws, shall recommend to the President an individual to serve as chairman of the board of governors. If such recommendation is approved by the President, the President shall appoint such individual to serve as chairman of the board of governors.

“(ii) VACANCIES.—Vacancies in the office of the chairman, including vacancies resulting from the resignation, death, or removal by the President of the chairman, shall be filled in the same manner described in clause (i).

“(iii) DUTIES.—The chairman shall be a member of the board of governors and, when present, shall preside at meetings of the board of governors and shall have such other duties and responsibilities as may be provided in the bylaws or a resolution of the board of governors.

“(B) OTHER MEMBERS.—

“(i) IN GENERAL.—Members of the board of governors other than the chairman shall be elected at the annual meeting of the corporation in accordance with such procedures as may be provided in the bylaws.

“(ii) VACANCIES.—Vacancies in any such elected board position and in any newly created board position may be filled by a vote of the remaining members of the board of governors in accordance with such procedures as may be provided in the bylaws.

“(b) TERMS OF OFFICE.—

“(1) IN GENERAL.—The term of office of each member of the board of governors shall be 3 years, except that—

“(A) the board of governors may provide under the bylaws that the terms of office of members of the board of governors elected to the board of governors before March 31, 2012, may be less than 3 years in order to implement the provisions of subparagraphs (A) and (B) of subsection (a)(2); and

“(B) any member of the board of governors elected by the board to fill a vacancy in a board position arising before the expiration of its term may, as determined by the board, serve for the remainder of that term or until the next annual meeting of the corporation.

“(2) STAGGERED TERMS.—The terms of office of members of the board of governors (other than the chairman) shall be staggered such that, by March 31, 2012, and thereafter,  $\frac{1}{3}$  of the entire board (or as near to  $\frac{1}{3}$  as practicable) shall be elected at each successive annual meeting of the corporation with the term of office of each member of the board of governors elected at an annual meeting expiring at the third annual meeting following the annual meeting at which such member was elected.

“(3) TERM LIMITS.—No person may serve as a member of the board of governors for more than such number of terms of office or years as may be provided in the bylaws.

“(c) COMMITTEES AND OFFICERS.—The board—

“(1) may appoint, from its own members, an executive committee to exercise such powers of the board when the board is not in session as may be provided in the bylaws;

“(2) may appoint such other committees or advisory councils with such powers as may be provided in the bylaws or a resolution of the board of governors;

“(3) shall appoint such officers of the corporation, including a chief executive officer, with such duties, responsibilities, and terms of office as may be provided in the bylaws or a resolution of the board of governors; and

“(4) may remove members of the board of governors (other than the chairman), officers, and employees under such procedures as may be provided in the bylaws or a resolution of the board of governors.

“(d) ADVISORY COUNCIL.—

“(1) ESTABLISHMENT.—There shall be an advisory council to the board of governors.

“(2) MEMBERSHIP; APPOINTMENT BY PRESIDENT.—

“(A) IN GENERAL.—The advisory council shall be composed of no fewer than 8 and no more than 10 members, each of whom shall be appointed by the President from principal officers of the executive departments and senior officers of the Armed Forces whose

positions and interests qualify them to contribute to carrying out the programs and purposes of the corporation.

“(B) MEMBERS FROM THE ARMED FORCES.—At least 1, but not more than 3, of the members of the advisory council shall be selected from the Armed Forces.

“(3) DUTIES.—The advisory council shall advise, report directly to, and meet, at least 1 time per year with the board of governors, and shall have such name, functions and be subject to such procedures as may be provided in the bylaws.

“(e) ACTION WITHOUT MEETING.—Any action required or permitted to be taken at any meeting of the board of governors or of any committee thereof may be taken without a meeting if all members of the board or committee, as the case may be, consent thereto in writing, or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the board or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

“(f) VOTING BY PROXY.—

“(1) IN GENERAL.—Voting by proxy is not allowed at any meeting of the board, at the annual meeting, or at any meeting of a chapter.

“(2) EXCEPTION.—The board may allow the election of governors by proxy during any emergency.

“(g) BYLAWS.—

“(1) IN GENERAL.—The board of governors may—

“(A) at any time adopt bylaws; and

“(B) at any time adopt bylaws to be effective only in an emergency.

“(2) EMERGENCY BYLAWS.—Any bylaws adopted pursuant to paragraph (1)(B) may provide special procedures necessary for managing the corporation during the emergency. All provisions of the regular bylaws consistent with the emergency bylaws remain effective during the emergency.

“(h) DEFINITIONS.—For purposes of this section—

“(1) the term ‘entire board’ means the total number of members of the board of governors that the corporation would have if there were no vacancies; and

“(2) the term ‘emergency’ shall have such meaning as may be provided in the bylaws.”.

#### SEC. 7. POWERS.

Paragraph (a)(1) of section 300105 of title 36, United States Code, is amended by striking “bylaws” and inserting “policies”.

#### SEC. 8. ANNUAL MEETING.

Section 300107 of title 36, United States Code, is amended to read as follows:

##### “§ 300107. Annual meeting

“(a) IN GENERAL.—The annual meeting of the corporation is the annual meeting of delegates of the chapters.

“(b) TIME OF MEETING.—The annual meeting shall be held as determined by the board of governors.

“(c) PLACE OF MEETING.—The board of governors is authorized to determine that the annual meeting shall not be held at any place, but may instead be held solely by means of remote communication subject to such procedures as are provided in the bylaws.

“(d) VOTING.—

“(1) IN GENERAL.—In matters requiring a vote at the annual meeting, each chapter is entitled to at least 1 vote, and voting on all matters may be conducted by mail, telephone, telegram, cablegram, electronic mail, or any other means of electronic or telephone transmission, provided that the person voting shall state, or submit information

from which it can be determined, that the method of voting chosen was authorized by such person.

“(2) ESTABLISHMENT OF NUMBER OF VOTES.—

“(A) IN GENERAL.—The board of governors shall determine on an equitable basis the number of votes that each chapter is entitled to cast, taking into consideration the size of the membership of the chapters, the populations served by the chapters, and such other factors as may be determined by the board.

“(B) PERIODIC REVIEW.—The board of governors shall review the allocation of votes at least every 5 years.”.

#### SEC. 9. ENDOWMENT FUND.

Section 300109 of title 36, United States Code is amended—

(1) by striking “nine” from the first sentence thereof; and

(2) by striking the second sentence and inserting the following: “The corporation shall prescribe policies and regulations on terms and tenure of office, accountability, and expenses of the board of trustees.”.

#### SEC. 10. ANNUAL REPORT AND AUDIT.

Subsection (a) of section 300110 of title 36, United States Code, is amended to read as follows:

“(a) SUBMISSION OF REPORT.—As soon as practicable after the end of the corporation’s fiscal year, which may be changed from time to time by the board of governors, the corporation shall submit a report to the Secretary of Defense on the activities of the corporation during such fiscal year, including a complete, itemized report of all receipts and expenditures.”.

#### SEC. 11. COMPTROLLER GENERAL OF THE UNITED STATES AND OFFICE OF THE OMBUDSMAN.

(a) IN GENERAL.—Chapter 3001 of title 36, United States Code, is amended by redesignating section 300111 as section 300113 and by inserting after section 300110 the following new sections:

##### “§ 300111. Authority of the Comptroller General of the United States

“The Comptroller General of the United States is authorized to review the corporation’s involvement in any Federal program or activity the Government carries out under law.

##### “§ 300112. Office of the Ombudsman

“(a) ESTABLISHMENT.—The corporation shall establish an Office of the Ombudsman with such duties and responsibilities as may be provided in the bylaws or a resolution of the board of governors.”

“(b) REPORT.—

“(1) IN GENERAL.—The Office of the Ombudsman shall submit annually to the appropriate Congressional committees a report concerning any trends and systemic matters that the Office of the Ombudsman has identified as confronting the corporation.

“(2) APPROPRIATE CONGRESSIONAL COMMITTEES.—For purposes of paragraph (1), the appropriate Congressional committees are the following committees of Congress:

“(A) SENATE COMMITTEES.—The appropriate Congressional committees of the Senate are—

“(i) the Committee on Finance;

“(ii) the Committee on Foreign Relations;

“(iii) the Committee on Health, Education, Labor, and Pensions;

“(iv) the Committee on Homeland Security and Governmental Affairs; and

“(v) the Committee on the Judiciary.

“(B) HOUSE COMMITTEES.—The appropriate Congressional committees of the House of Representatives are—

“(i) the Committee on Energy and Commerce;

“(ii) the Committee on Foreign Affairs;

“(iii) the Committee on Homeland Security;

“(iv) the Committee on the Judiciary; and

“(v) the Committee on Ways and Means.”.

(b) CLERICAL AMENDMENT.—The table of sections for chapter 3001 of title 36, United States Code, is amended by striking the item relating to section 300111 and inserting the following:

“300111. Authority of the Comptroller General of the United States.

“300112. Office of the Ombudsman.

“300113. Reservation of right to amend or repeal.”.

#### UNITED STATES-POLAND PARLIAMENTARY YOUTH EXCHANGE PROGRAM

Mr. REID. Mr. President, I ask unanimous consent that the Senate now proceed to Calendar No. 73, S. 377.

The PRESIDING OFFICER. The clerk will report the bill by title.

The assistant legislative clerk read as follows:

A bill (S. 377) to establish a United States-Poland parliamentary youth exchange program, and for other purposes.

There being no objection, the Senate proceeded to consider the bill.

Mr. REID. Mr. President, I ask unanimous consent that the bill be read a third time, passed, the motion to reconsider be laid upon the table; that any statements relating to the bill be printed in the RECORD without further intervening action or debate.

The PRESIDING OFFICER. Without objection, it is so ordered.

The bill (S. 377) was ordered to be engrossed for a third reading, was read the third time, and passed, as follows:

S. 377

*Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled,*

#### SECTION 1. SHORT TITLE.

This Act may be cited as the “United States-Poland Parliamentary Youth Exchange Program Act of 2007”.

#### SEC. 2. FINDINGS.

Congress makes the following findings:

(1) The United States established diplomatic relations with the newly-formed Polish Republic in April 1919.

(2) The United States and Poland have enjoyed close bilateral relations since 1989.

(3) Poland became a member of the North Atlantic Treaty Organization (NATO) in March 1999.

(4) Poland became a member of the European Union (EU) in May 2004.

(5) Poland has been a strong supporter, both diplomatically and militarily, of efforts led by the United States to combat global terrorism and has contributed troops to the United States-led coalitions in both Afghanistan and Iraq.

(6) Poland cooperates closely with the United States on such issues as democratization, nuclear proliferation, human rights, regional cooperation in Eastern Europe, and reform of the United Nations.

(7) The United States and Poland seek to ensure enduring ties between both governments and societies.

(8) It is important to invest in the youth of the United States and Poland in order to help ensure long-lasting ties between both societies.

(9) It is in the interest of the United States to preserve a United States presence in Eu-

rope and to continue to contribute to the development of transatlantic relationships.

(10) Poland for many years received international and United States financial assistance and is now determined to invest its own resources toward attaining its shared desire with the United States to develop international cooperation.

#### SEC. 3. UNITED STATES-POLAND PARLIAMENTARY YOUTH EXCHANGE PROGRAM.

(a) AUTHORITY.—The Secretary of State, in cooperation with the Government of Poland, may establish and carry out a parliamentary exchange program for youth of the United States and Poland.

(b) DESIGNATION.—The youth exchange program carried out under this subsection shall be known as the “United States-Poland Parliamentary Youth Exchange Program”.

(c) PURPOSE.—The purpose of the youth exchange program is to demonstrate to the youth of the United States and Poland the benefits of friendly cooperation between the United States and Poland based on common political and cultural values.

(d) ELIGIBLE PARTICIPANTS.—An individual is eligible for participation in the youth exchange program if the individual—

(1) is a citizen or national of the United States or of Poland;

(2) is under the age of 19 years;

(3) is a student who is enrolled and in good standing at a secondary school in the United States or Poland;

(4) has been accepted for up to one academic year of study in a program of study abroad approved for credit at such school; and

(5) meets any other qualifications that the Secretary of State may establish for purposes of the program.

(e) PROGRAM ELEMENTS.—Under the youth exchange program, eligible participants selected for participation in the program shall—

(1) live in and attend a public secondary school in the host country for a period of one academic year;

(2) while attending public school in the host country, undertake academic studies in the host country, with particular emphasis on the history, constitution, and political development of the host country;

(3) be eligible, either during or after the completion of such academic studies, for an internship in an appropriate position in the host country; and

(4) engage in such other activities as the President considers appropriate to achieve the purpose of the program.

#### SEC. 4. ANNUAL REPORT TO CONGRESS.

The Secretary of State shall submit to the Committee on Foreign Relations of the Senate and the Committee on Foreign Affairs of the House of Representatives an annual report on the United States-Poland Parliamentary Youth Exchange Program established under this Act. Each annual report shall include—

(1) information on the implementation of the Program during the preceding year;

(2) the number of participants in the Program during such year;

(3) the names and locations of the secondary schools in the United States and Poland attended by such participants;

(4) a description of the areas of study of such participants during their participation in the Program;

(5) a description of any internships taken by such participants during their participation in the Program; and

(6) a description of any other activities such participants carried out during their participation in the Program.

#### SEC. 5. AUTHORIZATION OF APPROPRIATIONS.

(a) IN GENERAL.—There is authorized to be appropriated for the Department of State for

fiscal year 2008 such sums as may be necessary to carry out the youth exchange program authorized by this Act.

(b) AVAILABILITY.—Amounts authorized to be appropriated by subsection (a) shall remain available until expended.

#### NATO FREEDOM CONSOLIDATION ACT OF 2007

Mr. REID. Mr. President, I ask unanimous consent that the Senate now proceed to Calendar No. 74, S. 494.

The PRESIDING OFFICER. The clerk will report the bill by title.

The assistant legislative clerk read as follows:

A bill (S. 494) to endorse further enlargement of the North Atlantic Treaty Organization (NATO) and to facilitate the timely admission of new members to NATO, and for other purposes.

There being no objection, the Senate proceeded to consider the bill.

Mr. REID. Mr. President, I ask unanimous consent that the amendment at the desk be considered and agreed to; that the bill, as amended, be read a third time, passed, the motion to reconsider be laid upon the table; that any statements relating to the bill be printed in the RECORD, with no intervening action or debate.

The PRESIDING OFFICER. Without objection, it is so ordered.

The amendment (No. 462) was agreed to, as follows:

(Purpose: To clarify references to Macedonia)

On page 5, line 19, insert “(FYROM)” after “Macedonia”.

On page 12, line 22, insert “(FYROM)” after “Macedonia”.

On page 14, line 7, insert “(FYROM)” after “Macedonia”.

On page 14, line 9, insert “(fyrom)” after “macedonia”.

On page 15, line 6, insert “(FYROM)” after “MACEDONIA”.

On page 15, line 6, insert “(FYROM)” after “Macedonia”.

On page 15, line 20, insert “(FYROM)” after “Macedonia”.

On page 17, line 3, insert “(FYROM)” after “Macedonia”.

The bill (S. 494), as amended, was ordered to be engrossed for a third reading, was read the third time, and passed, as follows:

S. 494

*Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled,*

#### SECTION 1. SHORT TITLE.

This Act may be cited as the “NATO Freedom Consolidation Act of 2007”.

#### SEC. 2. FINDINGS.

Congress makes the following findings:

(1) The sustained commitment of the North Atlantic Treaty Organization (NATO) to mutual defense has made possible the democratic transformation of Central and Eastern Europe. Members of the North Atlantic Treaty Organization can and should play a critical role in addressing the security challenges of the post-Cold War era in creating the stable environment needed for those emerging democracies in Europe.

(2) Lasting stability and security in Europe requires the military, economic, and political integration of emerging democracies into existing European structures.